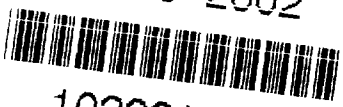


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Rainbow Acquisition Corp. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State (Ohio) [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Pentair Pool Products, Inc. Internal Address: Street Address: 1620 Hawkins Avenue City: Sanford State: NC Zip: 27330 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other_ Recordal to correct Assignee name on Assignment previously recorded. Execution Date: August 16, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1646759, 1892906, 1399308, 1991962, 1065179, 0670174, 1179651, 2287016, 0960779, 1819451, 1640376, 1535009, 1592763, 1967136, 1500993 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Thomas P. Schiller Internal Address: Street Address: 526 Superior Avenue East Suite 1200 City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 15 7. Total fee (37 CFR 3.41): \$ 390.00 [x] Enclosed [x] Authorized to be charged to deposit account (any fees not covered by the enclosed check) 8. Deposit account number: 16-0820, Order No. H5968

DO NOT USE THIS SPACE

9. Signature. Thomas P. Schiller Name of Person Signing [Signature] Signature September 4, 2002 Date Total number of pages including cover sheet, attachments, and document: 8

RECORDED & INDEXED SEP 16 7:35 FINANCE SECTION

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

09/13/2002 TDIAZ1 00000170 1646759

01 FC:481 40.00 OP 02 FC:482 350.00 OP

TRADEMARK REEL: 2581 FRAME: 0727

08-24-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RAINBOW ACQUISITION CORP.

- Individual(s)
- General Partnership
- Corporation-State (Ohio)
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 7, 2001

2. Name and address of receiving party(ies)

Name: PENTAIR POOL PRODUCTS

Internal

Address:

Street Address: 1620 Hawkins Avenue

City: Sanford State: NC Zip: 27330

Individual(s) citizenship

Association

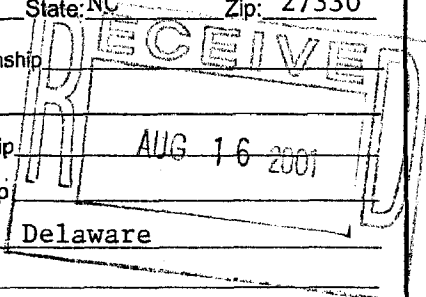
General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE A1

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas P. Schiller

Internal Address: Suite 1200

Street Address: 526 Superior Avenue East

City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) \$ 390.00

Enclosed

Authorized to be charged to deposit account (any fees not covered by enclosed check)

8. Deposit account number:

16-0820, Order No. 33753

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Thomas P. Schiller

Name of Person Signing

Signature

8/14/01

Date

Total number of pages including cover sheet, attachments, and document: 4

08/23/2001 LMUELLER 00000105 74065964

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 DP
350.00 DP

TRADEMARK
REEL: 2581 FRAME: 0728

ASSIGNMENT

WHEREAS, RAINBOW ACQUISITION CORP., an Ohio Corporation having a principal place of business at 1620 Hawkins Avenue, Sanford, North Carolina 27330-9538 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the trademark registrations and applications listed in Schedule A, which marks are registered or pending respectively in the United States Patent and Trademark Office and the indicated foreign Patent and Trademark Offices;

WHEREAS PENTAIR POOL PRODUCTS, a Delaware Corporation having a principal place of business at 1620 Hawkins Avenue, Sanford, North Carolina 27330-9538 (hereinafter "Assignee"), is desirous of acquiring said marks, registrations and applications thereof;

WHEREAS, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all United States and foreign rights, title and interest in and to the U.S. and foreign trademark registrations and applications listed in Schedule A attached hereto, and all rights it may have in any other mark, together with the goodwill of the business symbolized by such marks in the U.S. and in any foreign country,

AND HEREBY AGREES upon request of ASSIGNEE, and without further remuneration, to execute any and all papers desired by ASSIGNEE for the filing and granting of U.S. and foreign trademark applications and the perfecting of title thereto in ASSIGNEE.

Rainbow Acquisition Corp.

[Signature] 08/07/01
Signature Date

Reza Afshar; VP Engineering
Printed Name Title

State of California }
County of Ventura } ss.

The above named Reza Afshar, known to me, appeared before me this 7th day of August, 2001, and acknowledged that the foregoing instrument was executed as his free act and deed for the uses and purposes therein set forth.

[Signature]
Notary Public

(Notarial Seal)



SCHEDULE A

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Application No.	Filing Date	Registration No.	Registration Date
BIOLUME	74/065,964	06/05/1990	1,646,759	06/04/1991
BIO-MATE	74/466,713	12/01/1993	1,892,906	05/09/1995
DYNAMIC	73/542,887	06/13/1985	1,399,308	07/01/1986
HYDRO-SKIM	74/572,814	09/13/1994	1,991,962	08/06/1996
LEAF-EATER	73/067,549	10/30/1975	1,065,179	05/10/1977
LIFEGARD	72/042,060	12/09/1957	670,174	11/25/1958
LIFEGARD	73/172,787	06/02/1978	1,179,651	12/01/1981
LIFEGARD	75/348,834	08/28/1997	2,287,016	10/19/1999
PLAYBUOY	72/413,060	01/19/1972	960,779	06/12/1973
POSI-CLOR	74/215,577	10/25/1991	1,819,451	02/01/1994
PRIMETINIC	74/066,081	06/05/1990	1,640,376	04/09/1991
PROVAC	73/750,816	09/06/1988	1,535,009	04/18/1989
QUIET ONE	73/816,628	08/02/1989	1,592,763	04/24/1990
UNIQUE	74/251,786	03/03/1992	1,967,136	04/09/1996
VAC-MATE	73/704,519	01/06/1988	1,500,993	08/23/1988

FOREIGN TRADEMARK REGISTRATIONS

Mark	Country	Application No.	Filing Date	Registration No.	Registration Date
HYDRO-SKIM	AUSTRALIA	655508	03/13/1995	655508	07/09/1996
HYDRO-SKIM	CANADA	777,708	03/13/1995	480,608	08/14/1997
HYDRO-SKIM	UNITED KINGDOM	2014118	03/13/1995	2014118	10/04/1996
LIFEGARD	CANADA	432,084	10/31/1978	279,883	05/27/1983
POSI-CLOR	CANADA	702,816	04/08/1992	446,350	08/25/1995
SUN SWEEP	CANADA	491,918	09/09/1982	293,932	08/10/1984

SCHEDULE A1

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS				
<i>Mark</i>	<i>Application No.</i>	<i>Filing Date</i>	<i>Registration No.</i>	<i>Registration Date</i>
BIOLUME	74/065,964	06/05/1990	1,646,759	06/04/1991
BIO-MATE	74/466,713	12/01/1993	1,892,906	05/09/1995
DYNAMIC	73/542,887	06/13/1985	1,399,308	07/01/1986
HYDRO-SKIM	74/572,814	09/13/1994	1,991,962	08/06/1996
LEAF-EATER	73/067,549	10/30/1975	1,065,179	05/10/1977
LIFEGARD	72/042,060	12/09/1957	670,174	11/25/1958
LIFEGARD	73/172,787	06/02/1978	1,179,651	12/01/1981
LIFEGARD	75/348,834	08/28/1997	2,287,016	10/19/1999
PLAYBOUY	72/413,060	01/19/1972	960,779	06/12/1973
POSI-CLOR	74/215,577	10/25/1991	1,819,451	02/01/1994
PRIMETINIC	74/066,081	06/05/1990	1,640,376	04/09/1991
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UNIQUE	74/251,786	03/03/1992	1,967,136	04/09/1996
VAC-MATE	73/704,519	01/06/1988	1,500,993	08/23/1988